

Evidence of Transfer of Claim

TO: Clerk, United States Bankruptcy Court, Southern District of New York

GPS New Equity Fund (Cayman) Ltd., with offices at c/o GPS Partners LLC, 2120 Colorado Avenue, Suite 250, Santa Monica, CA 90404 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Lehman Claims Agreement dated as of the date hereof, does hereby certify that Seller has unconditionally and irrevocably sold, transferred and assigned to CHASE LINCOLN FIRST COMMERCIAL CORPORATION, its successors and assigns, ("Buyer"), all rights, title and interest in and to the claim of Seller against **Lehman Brothers Holdings Inc.** (Claim No.: 17170) in the amount of \$190,381.30 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (jointly administered) (JMP).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Evidence of Transfer of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned have duly executed this Evidence of Transfer of Claim by their duly authorized representatives as of the 16 day of Dec., 2011.

SELLER:

GPS NEW EQUITY FUND (CAYMAN) LTD.

BUYER:

CHASE LINCOLN FIRST COMMERCIAL CORPORATION

By: 

Name: Brett Messing

Title: Managing Partner, GPS Partners LLC

By: 

Name: Peter Schoepe

Title:

Authorized Signatory